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WC 07-300

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REMITTANCE ADVICE
FORM 159Approved by OMB
306-02589
Page No. 1 of 1

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SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Willkie Farr & Gallagher LLP		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$965.00	
(4) STREET ADDRESS LINE NO. 1 1875 K Street, N. W.			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20006-1238
(9) DAYTIME TELEPHONE NUMBER (include area code) (202)303-1197		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0003-7337-48		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Sure West Communications			
(14) STREET ADDRESS LINE NO. 1 Attn: Paul J. Feldman, Esq.			
(15) STREET ADDRESS LINE NO. 2 Eleventh Floor, 1300 North 17th Street			
(16) CITY Arlington		(17) STATE VA	(18) ZIP CODE 22209
(19) DAYTIME TELEPHONE NUMBER (include area code) (703)812-0486		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0004-3708-05		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
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(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, _____, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief. SIGNATURE _____ DATE _____			
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____ ACCOUNT NUMBER _____ EXPIRATION DATE _____ I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described. SIGNATURE _____ DATE _____			

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FCC FORM 159

JULY 2005

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DEC 19 2007

WILLKIE FARR & GALLAGHER_{LLP}

MICHAEL G. JONES
202 303 1141
mjones@willkie.com

1875 K Street, NW
Washington, DC 20006-1238
Tel: 202 303 1000
Fax: 202 303 2000

December 19, 2007

Via Courier

Federal Communications Commission
Wireline Competition Bureau, Competition Policy Division - 214 Applications
P.O. Box 358145
Pittsburgh, PA 15251-5145

Re: Application for Consent to the Transfer of Control of Everest Midwest, LLC and its Domestic and International Section 214 Authorizations from Seaport Associates III, LLC and Affiliated Funds to SureWest Communications

Dear Sir or Madam:

Transmitted herewith on behalf of Seaport Associates III, LLC and SureWest Communications is an application to transfer control of Everest Midwest, LLC ("Everest Midwest"), holder of a domestic Section 214 authorization by operation of Section 63.01 of the Commission's rules, and holder of an international Section 214 authorization (File No. ITC-214-20060106-00007). Pursuant to 47 C.F.R. § 63.04(b), this application is filed as a combined application for consent to transfer control with respect to both the domestic and the international Section 214 authorizations. The international Section 214 transfer filing is being made contemporaneously herewith via the International Bureau's electronic filing system (MyIBFS).

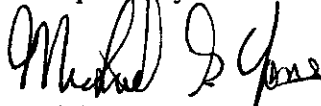
Pursuant to a December 6, 2007 Purchase and Sale Agreement, and subject to the prior consent of the Commission, SureWest Communications proposes to purchase 100% of the issued and outstanding capital stock of Everest Broadband, Inc., the parent of Everest Midwest, from Seaport Associates III, LLC. The applicants request streamlined processing under Section 63.03(b)(2)(i) for the domestic Section 214 application. The applicants further request streamlined processing under Sections 63.24, 63.18 and 63.12 for the international Section 214 transfer application.

Also attached hereto is a completed FCC Form 159 remittance advice, along with a check made payable to the Federal Communications Commission in the amount of the required filing fee of \$965.00.

Please do not hesitate to contact the undersigned should you have any questions regarding this submission.

Federal Communications Commission
December 19, 2007
Page Two

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Michael G. Jones", written over the typed name.

Michael G. Jones
WILLKIE FARR & GALLAGHER LLP
1875 K Street, N.W.
Washington, D.C. 20006
202-303-1141

Counsel for Seaport Associates III, LLC

Enclosure

cc w/enc: Tracy Wilson-Parker
Dennis Johnson
Susan O'Connell
Paul J. Feldman - Fletcher, Heald & Hildreth, PLC

BEFORE THE
Federal Communications Commission
WASHINGTON, D.C.

In the Matter of)	
)	
Application for Consent to the Transfer)	File No. _____
of Control of Everest Midwest, LLC and its)	
Domestic and International Section 214)	
Authorizations from Seaport Associates III, LLC)	
and Affiliated Funds to SureWest Communications)	

**APPLICATION FOR CONSENT TO THE TRANSFER OF CONTROL OF DOMESTIC
AND INTERNATIONAL SECTION 214 AUTHORIZATIONS**

Pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Sections 63.01, 63.03, 63.04, 63.18, and 63.24 of the Commission's rules, 47 C.F.R. §§ 63.01, 63.18, and 63.24, Seaport Associates III, LLC ("Seaport" and together with the Seaport Capital entities that it directly and indirectly controls "Seaport Capital") and SureWest Communications ("SureWest") (all parties collectively, the "Applicants") hereby request the Federal Communications Commission ("FCC" or "Commission") to grant its consent to the transfer of control of Everest Midwest, LLC ("Everest Midwest"), a holder of domestic and international Section 214 authorizations, from Seaport to SureWest. For the reasons set forth below, the Applicants submit that approval of the transaction will serve the public interest.¹ As further demonstrated below, the Applicants seek streamlined processing under both the domestic and international Section 214 rules.

¹ Attachment A separately sets forth the domestic Section 214 information as required by 47 C.F.R. § 63.04(b).

1. DESCRIPTION OF THE PARTIES AND THE TRANSACTION, AND PUBLIC INTEREST CONSIDERATIONS (ANSWER TO QUESTION 13)

Pursuant to a December 6, 2007 Purchase and Sale Agreement, and subject to the prior consent of the Commission, SureWest proposes to purchase 100% of the issued and outstanding capital stock of Everest Broadband, Inc. ("Everest Broadband"). Everest Midwest is an indirect wholly owned subsidiary of Everest Broadband. Everest Connections, LLC, also an indirect wholly owned subsidiary of Everest Broadband, holds a receive-only earth station registration issued by the FCC (call sign E000637, File No. SES-REG-20001002-01851). Notification of the transfer of control of Everest Connections, LLC has been filed on FCC Form 312 simultaneously herewith. The other subsidiaries of Everest Broadband do not hold any FCC licenses or authorizations.

Through its subsidiaries, Everest Broadband provides voice, data, and video services to customers in the Kansas City metropolitan area. Everest Broadband's subsidiary, Everest Midwest, is a competitive local exchange carrier ("CLEC") providing voice and data communication services to approximately 38,000 residential and business customers. In addition to local telephone service, Everest Midwest is providing domestic and international long distance service to its customers on a resale basis and holds both domestic and international Section 214 authorizations from the FCC.²

SureWest is a corporation organized under the laws of the State of California, with its principal place of business located in the City of Roseville, California. Its shares are publicly held and listed on the NASDAQ. SureWest has only one class of stock. There are no voting agreements or other commitments or understandings by or among shareholders with respect to

² See File No. ITC-214-20060106-00007 for the international Section 214 authorization.

the ownership, operation or governance of SureWest. No person or entity holds 10 percent or more of the shares of SureWest's stock. Thus, SureWest is controlled by its board of directors. The SureWest board of directors is subject to election each year by all holders of its common stock.

SureWest's wholly owned subsidiary SureWest Telephone provides wireline incumbent and competitive local exchange, interexchange and resold international telecommunications services³ to customers in portions of Sacramento, Placer, El Dorado and Yolo Counties, California. SureWest Telephone also provides high-speed data and information services to customers in portions of Sacramento, Placer, El Dorado and Yolo Counties, California.

SureWest's wholly owned subsidiary SureWest TeleVideo provides wireline competitive local exchange, interexchange and resold international telecommunications services⁴ to customers in portions of Sacramento and Placer Counties, California. SureWest TeleVideo also provides cable TV and high-speed data and information services to customers in portions of Sacramento and Placer Counties, California. SureWest's wholly owned subsidiary SureWest Wireless provides wireless PCS service to California customers in the Modesto, Sacramento, Stockton and Yuba City Markets (BTAs 303, 389, 434, and 485, Stations KNLG245, KNLH726, KNLH727, and KNLH728). SureWest Communications currently has no business holdings outside California.

Grant of this application will serve the public interest by allowing SureWest to provide financial and management resources to Everest Midwest, which will make Everest Midwest a stronger and more efficient competitor against the incumbent local exchange carrier and

³ See File No. ITC-214-19970130-00049 for the international Section 214 authorization.

⁴ See File No. ITC-ASG-20020621-00379 for the international Section 214 authorization.

multichannel video programming distributors with whom Everest Midwest competes. SureWest has a long history of providing high quality, state-of-the-art, voice, data and video services to its subscribers, and the proposed transaction should help ensure that Everest Midwest's customers continue to receive high quality, state-of-the-art, voice, data and video services in the future. It should be noted that while SureWest Telephone is an incumbent local exchange carrier in its service area in California, Everest Midwest operates in Kansas and Missouri, so SureWest Telephone cannot use its distant incumbent local exchange carrier status in any way that would harm competition in Kansas and Missouri. These premises considered, the public interest, convenience and necessity would be served by grant of the instant application.

II. INFORMATION REQUIRED BY SECTIONS 63.18 AND 63.24(e) (ANSWER TO QUESTION 10)

In accordance with Section 63.24(e)(2) of the Commission's Rules, the applicants submit the following information in support of this Application.

Transferor:

- (a) Name, Address and Telephone number of the Transferor:

Seaport Associates III, LLC
FRN: 0017239906
199 Water Street, 20th Floor
New York, NY 10038
(212) 425-1400 (phone)

- (b) Seaport Associates III, LLC is a limited liability company organized under the laws of Delaware. Its principal business is investments.

- (c) Correspondence concerning the transferor should be sent to:

Michael Jones
Willkie Farr & Gallagher LLP
1875 K Street, N.W.
Washington, D.C. 20006-1238
(202) 303-1141 (phone)
(202) 303-2141 (fax)
mjones@willkie.com

- (d) Seaport does not hold an international Section 214 authorization. Likewise, none of the Seaport Capital entities hold an international Section 214 authorization. However, the Seaport Capital entities indirectly own or control Guam Telecom, LLC, which holds an international Section 214 authorization for global or limited global facilities based or resale service, (ITC-214-20050825-00349), and CNMI Telecom, LLC, which holds a international Section 214 authorization for global or limited global facilities based or resale service, (ITC-214-20050825-00347), *see* Public Notice, DA No. 05-2483, issued September 22, 2005. As noted above, Seaport indirectly owns and controls Everest Midwest, which is authorized pursuant to Section 214 of the Communications Act of 1934, as amended, and 47 C.F.R. §§ 63.18(e)(2) to provide global resale services between the United States and all authorized international points.⁵

Transferee:

- (a) Name, address, and telephone number of Transferee:
- SureWest Communications
FRN: 0004370805
200 Vernon Street
Roseville, CA 95678
916-786-1000 (phone)
- (b) SureWest Communications is a corporation formed under the laws of the State of California.
- (c) Correspondence concerning this Application should be sent to:
- Paul Feldman
Fletcher, Heald & Hildreth
1300 North 17th St. 11th Fl.
Arlington, VA 22209
703-812-0403 (phone)
703-812-0486 (fax)
feldman@fhhlaw.com
- (d) SureWest, through its subsidiary SureWest Long Distance Company, is currently authorized pursuant to Section 214 of the Communications Act of 1934, as amended, and 47 C.F.R. § 63.18(e)(2) to provide global resale services between the United States and all authorized international points. *See* File No. ITC-214-19970130-00049. SureWest subsidiary SureWest TeleVideo also holds an international Section 214 authorization for global or limited global facilities based or resale service. *See* File No. ITC-ASG-20020621-00379.

⁵ *See* File No. ITC-214-20060106-00007.

(ANSWER TO QUESTION 11)

In response to Sections 63.04(a)(4) and 63.18(h), no person or entity holds a 10% or greater interest in the transferee, SureWest.

In response to Section 63.04(a)(4), the following entities presently hold a 10% or greater direct ownership interest in Everest Broadband (ownership percentages are calculated with respect to Everest Broadband) (Note: Following consummation of the proposed transaction, SureWest will hold 100% of the stock of Everest Broadband):

- (1) Seaport Splitter Partnership, L.P.
199 Water Street, 20th Floor
New York, NY 10038
Percent of Equity Interest Held: 14 (held directly in Everest Broadband)
Country of Citizenship: U.S.
Principal Business: Investments
- (2) Seaport Blocker Corp. Limited
c/o M&C Corporate Services Limited
PO Box 309GT, Ugland House
South Church Street, George Town
Grand Cayman, Cayman Islands
Percent of Equity Interest Held: 14 (held through Seaport Splitter)
Country of Citizenship: Cayman Islands
Principal Business: Investments
- (3) Seaport Capital Partners III AIV, L.P.
199 Water Street, 20th Floor
New York, NY 10038
Percent of Equity Interest Held: 62 (held directly in Everest Broadband)
Country of Citizenship: US
Principal Business: Investments
- (4) State Street Bank and Trust Company as Trustee for the DuPont Pension Trust
c/o DuPont Capital Management
One Righter Parkway, Suite 3200
Wilmington, DE 19803
Percent Equity Interest Held: 21 (held through Seaport Capital Partners III AIV, L.P.)
Country of Citizenship: US
Principal Business: Investor
- (5) Robert W. Johnson IV
630 Fifth Avenue, Suite 1510
New York, NY 10111
Percent Equity Interest Held: 11 (held through Seaport Capital Partners III AIV,

L.P.)
Country of Citizenship: US
Principal Business: Investor

- (6) Seaport Capital Partners III/A AIV, L.P.
199 Water Street, 20th Floor
New York, NY 10038
Percent of Equity Interest Held: 19 (held directly in Everest Broadband, and through Seaport Splitter and Seaport Blocker)
Country of Citizenship: US
Principal Business: Investments
- (7) Auber Investments Limited
Palm Grove House
Wickham's Cay
Road Town, Tortola BVI
Percent of Equity Interest Held: 11 (held through Seaport Capital Partners III/A AIV, L.P.)
Country of Citizenship: British Virgin Islands
Principal Business: Investments
- (8) Seaport Investment Partners III, L.P.
199 Water Street, 20th Floor
New York, NY 10038
Percent of Equity Interest Held: 82 (attributed interest due to control of Seaport Capital Partners III AIV, L.P., Seaport Capital Partners III/A AIV, L.P., and Seaport Co-Invest III, L.P.)
Country of Citizenship: US
Principal Business: Investments
- (9) Seaport Associates III, LLC
199 Water Street, 20th Floor
New York, NY 10038
Percent of Equity Interest Held: 82 (attributed interest due to control of Seaport Investment Partners III, L.P.)
Country of Citizenship: US
Principal Business: Investments
- (10) William Luby
199 Water Street, 20th Floor
New York, NY 10038
Percent of Equity Interest Held: 41 (attributed interest held through 50% voting interest in Seaport Associates III, LLC)
Country of Citizenship: US
Principal Business: Investments

- (11) James Collis
199 Water Street, 20th Floor
New York, NY 10038
Percent of Equity Interest Held: 41 (attributed interest held through 50% voting interest in Seaport Associates III, LLC)
Country of Citizenship: US
Principal Business: Investments
- (12) National Union Fire Insurance Co. of Pittsburgh
c/o AIG Investments
70 Pine Street
New York, NY 10270
Percent of Equity Interest Held: 18 (held directly in Everest Broadband)
Country of Citizenship: US
Principal Business: Investments and Insurance
- (13) AIG Commercial Insurance Group, Inc.
c/o AIG Investments
70 Pine Street
New York, NY 10270
Percent of Equity Interest Held: 18 (held through National Union Fire Insurance Co. of Pittsburgh)
Country of Citizenship: US
Principal Business: Investment Advisor
- (14) AIG Property Casualty Group, Inc.
c/o AIG Investments
70 Pine Street
New York, NY 10270
Percent of Equity Interest Held: 18 (held through AIG Commercial Insurance Group, Inc.)
Country of Citizenship: US
Principal Business: Holding Company
- (15) American International Group, Inc.
c/o AIG Investments
70 Pine Street
New York, NY 10270
Percent of Equity Interest Held: 18 (held through AIG Property Casualty Group, Inc.)
Country of Citizenship: US
Principal Business: Investments and Insurance

The following certifications correspond to the listed provision of Section 63.18 of the Commission's Rules.

- 63.18(i) SureWest certifies that it is not a foreign carrier within the meaning of Section 63.09(d) of the Commission's Rules, nor is it affiliated with a foreign carrier within the meaning of Section 63.09(e) of the Commission's Rules.
- 63.18(j) SureWest certifies that it does not seek to provide international telecommunications services to any destination country where: (i) SureWest is or controls a foreign carrier; (ii) any entity that owns more than 25 percent of SureWest or controls SureWest controls a foreign carrier in that country; or (iii) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of SureWest and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.
- 63.18(n) SureWest certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.
- 63.18(o) The Applicants certify, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules, that they are not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.
- 63.18(p) **(ANSWER TO QUESTION 20)** The Applicants request streamlined processing of this Application. They qualify for streamlined processing because no part of Section 63.12(c)(1) or (2) applies to SureWest. SureWest is not affiliated with a foreign carrier, and it does not seek authority to resell the international switched or private line services of any affiliated dominant U.S. carrier.

IV. CONCLUSION

For the foregoing reasons, the Applicants request that the Commission consent to the transfer of control of Everest Midwest, and its domestic and international Section 214 authorizations, from Seaport to SureWest.

Respectfully Submitted,

SureWest Communications

By 


Steve C. Oldham
President
SureWest Communications
200 Vernon Street Roseville, CA 95678
(916) 786-1000 (phone)

[The signature for Seaport Associates III, LLC
appears on the following page]

Dated: December 19, 2007

Respectfully Submitted.

Seaport Associates III, LLC

By:  _____

James Collis

Member

Seaport Associates III, LLC

199 Water Street, 20th Floor

New York, NY 10038

(212) 425-1400 (phone)

Dated: December 19, 2007

**Information for Consent to the Transfer of Control of Everest Midwest and its Domestic
Section 214 Authorization from Seaport Associates III, LLC to SureWest Communications
as Required by 47 C.F.R. § 63.04(b)**

(a) Description of the Transaction

See Part I of the Application.

(b) Description of the Geographic Areas in which the Transferor and Transferee (and their affiliates) Offer Domestic Telecommunications Services

SureWest's wholly owned subsidiary SureWest Telephone provides wireline incumbent and competitive local exchange, interexchange and international telecommunications services to customers in portions of Sacramento, Placer, El Dorado and Yolo Counties, California. SureWest Telephone also provides high-speed data and information services to customers in portions of Sacramento, Placer, El Dorado and Yolo Counties, California. SureWest's wholly owned subsidiary SureWest TeleVideo provides wireline competitive local exchange, interexchange and international telecommunications services to customers in portions of Sacramento and Placer, Counties, California. SureWest TeleVideo also provides cable TV and high-speed data and information services to customers in portions of Sacramento and Placer Counties, California. SureWest's wholly owned subsidiary SureWest Wireless provides wireless PCS service to California customers in the Modesto, Sacramento, Stockton and Yuba City Markets (BTAs 303, 389, 434, and 485, Stations KNLG245, KNLH726, KNLH727, and KNLH728).

Everest Midwest provides wireline competitive local exchange, interexchange and international telecommunications services in Johnson County, Kansas and Jackson County, Missouri. Everest Midwest's wholly-owned subsidiary Everest Midwest Licensee, LLC (d/b/a Everest Connections) also provides cable TV and data/information services to customers in Johnson County, Kansas and Jackson County, Missouri.

An entity under common control with Seaport Associates III, LLC controls MCV Guam Holding Corp., a Guam corporation which holds controlling interests in Guam Telecom, LLC ("GTL"), and CNMI Telecom, LLC ("CTL"). GTL provides domestic and international telecommunications services in the U.S. Territory of Guam. CTL provides domestic and international telecommunications services in the Commonwealth of the Northern Mariana Islands. GTL holds a 50% ownership interest in Guam Cable Group, Inc. ("GCG"). GCG holds certain indefeasible rights of use in the TPC-5, China-US and Guam-Philippines undersea cables, leasehold interests that permit it to collocate equipment at the Tumon Bay and Tanguisson cable landing stations in Guam, and leasehold interests in fiber optic capacity linking these cable landing stations. GCG makes these facilities available to other licensed carriers for resale. It does not provide services to end users.

(c) Streamlining Information

This application is eligible for presumptive streamlined treatment because, pursuant to Section 63.03(b)(2) of the Commission's rules, both before and after completion of the proposed transaction, SureWest and its affiliates will have a market share of less than 10 percent of the interstate, interexchange market; and pursuant to Section 63.03(b)(2)(ii) of the Commission's rules, SureWest is a dominant carrier in its own service area and Everest Midwest is a non-dominant carrier that provides services exclusively outside of the geographic area where SureWest is dominant. (SureWest provides service exclusively in California, while Everest Midwest provides service exclusively in Kansas and Missouri).

(d) Other Commission Applications for Transaction

This is a combined application for both a domestic Section 214 authorization and an international Section 214 authorization; the international Section 214 application was filed on the IBFS simultaneously herewith. Control of Everest Connections, LLC, which holds a receive-only earth station registration issued by the FCC (call sign E000637, File No. SES-REG-20001002-01851), is also being acquired by SureWest as part of this transaction. Notification of the transfer of control of Everest Connections, LLC has been filed on FCC Form 312 simultaneously herewith.

(e) Special Consideration Because a Party is Facing Business Failure

None

(f) Separately Filed Waiver Requests

None

(g) Public Interest Considerations

See Part I of the Application

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CERTIFICATION STATEMENT I, _____, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief. SIGNATURE _____ DATE _____			
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.			
SIGNATURE _____		DATE _____	

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